

BEFORE  
THE PUBLIC SERVICE COMMISSION OF  
SOUTH CAROLINA  
DOCKET NO. 97-446-C - ORDER NO. 98-208  
MARCH 18, 1998

IN RE:	Application of CRG International, Inc. DBA	)	ORDER
	Network One and Professional	)	APPROVING
	Communications Management Services, Inc.	)	ASSET TRANSFER
	DBA Procom for Approval of an Asset	)	
	Purchase Agreement.	)	

This matter comes before the Public Service Commission of South Carolina ("the Commission") on the Petition of CRG International, Inc. d/b/a Network One ("NetworkOne") and Professional Communications Management Services, Inc. d/b/a Procom, Inc. ("Procom") (jointly referred to as "Petitioners") requesting approval of an Asset Purchase Agreement ("the Agreement"). The Petition was filed pursuant to S.C. Code Ann. Section 58-9-310 (Supp. 1997) and the Commission's Rules and Regulations.

The Commission's Executive Director instructed that the Petitioners publish, one time, a Notice of Filing. The Notice of Filing indicated the nature of the Petition and also informed interested parties of the manner and time in which to request participation in the proceeding before the Commission. The Petitioners complied with the instructions of the Executive Director and furnished affidavits attesting to compliance with the instructions. No letters of protests or Petitions to Intervene were filed.

A hearing on this matter was held on February 25, 1998 at 11:00 a.m. in the Commission's hearing room. The Honorable Guy Butler, Chairman, presided. The

Applicants were not represented by counsel. Florence P. Belser, Staff Counsel, appeared for the Commission Staff.

Thomas W. Brinkman, Vice President of Network Operations & Business Development for Network One, appeared and offered testimony in support of the Petition. The purpose of Mr. Brinkman's testimony was to describe the proposed Asset Purchase Agreement between Network One and Procom.

The record reveals that Network One is a privately held Georgia corporation which resells domestic and international long distance service. Network One is authorized by the FCC to offer domestic interstate and international services in all fifty states. Network One also provides intrastate service, pursuant to certification, registration or tariff requirements, or on an unregulated basis, in nineteen states. Network One is a certificated carrier in South Carolina, having received its Certificate of Public Convenience and Necessity to provide intrastate resold telecommunications services by Order No. 96-224 in Docket No. 95-1229-C.

Procom is a privately held Maryland corporation which resells domestic and international long distance services. Procom is authorized by the FCC to offer domestic interstate and international services in all fifty states and currently provides interstate telecommunications services in thirty-five states, pursuant to certification, registration or tariff requirements, or on an unregulated basis. Procom is a certificated carrier in South Carolina having received its Certificate of Public Convenience and Necessity to provide resold intrastate telecommunications services by Order No. 93-892 issued in Docket No. 93-133-C.

According to Mr. Brinkman's testimony, the proposed Asset Purchase Agreement between Network One and Procom will result in Network One purchasing the assets of Procom, including the customer accounts and operating authority. The Procom accounts will be transferred to Network One, and then Procom will be withdrawn as a telecommunications provider. Network One will continue to operate in South Carolina as a regulated entity pursuant to its present certification, tariff, and rate structure. Further, Mr. Brinkman stated that Network One will continue to offer all of the services, at current rates, presently offered by Procom to its customers. Mr. Brinkman stated that the transfer of assets would be virtually seamless to the customers and the customers will continue to receive their present level of service uninterrupted.

Mr. Brinkman stated that Network One has the necessary managerial, technical, and financial abilities to service its existing customers and the new Procom customers. Mr. Brinkman also offered that approval of the transfer of assets would create enhanced operating efficiencies of Network One which may allow Network One to benefit from economies of scale which in turn may allow services to be provided at even more competitive rates in South Carolina.

Upon review and consideration of the Petition, the evidence presented at the hearing, and the applicable law, the Commission makes the following findings of fact and conclusions of law:

#### **FINDINGS OF FACT**

1. Network One is a privately held Georgia corporation which resells domestic and international long distance service and also provides intrastate service,

pursuant to certification, registration or tariff requirements, or on an unregulated basis, in nineteen states. Network One is a certificated carrier in South Carolina, having received its Certificate of Public Convenience and Necessity to provide intrastate resold telecommunications services by Order No. 96-224 in Docket No. 95-1229-C.

2. Procom is a privately held Maryland corporation which resells domestic and international long distance services and also provides interstate telecommunications services in thirty-five states, pursuant to certification, registration or tariff requirements, or on an unregulated basis. Procom is a certificated carrier in South Carolina having received its Certificate of Public Convenience and Necessity to provide resold intrastate telecommunications services by Order No. 93-892 issued in Docket No. 93-133-C.

#### **CONCLUSIONS OF LAW**

1. The asset transfer as described in the Petition, and explained by Mr. Brinkman at the hearing, will serve the public interest, and therefore, the Commission approves the requested transfer of assets from Procom to Network One.

2. Upon closure of the asset transfer, Network One will provide intrastate telecommunications services to the former customers of Procom at the same rates and under the same terms and conditions provided currently by Procom.

3. Upon closure of the asset transfer, Procom's Certificate of Public Convenience and Necessity shall be cancelled. The Petitioners shall notify the Commission upon closure of the asset transfer.

MARCH 18, 1998

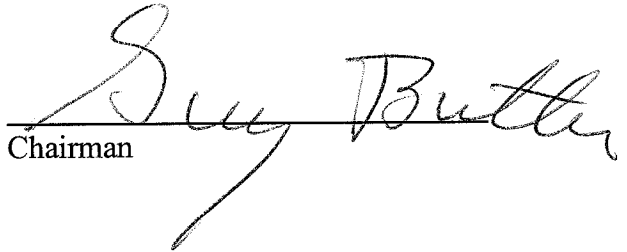
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4. This Order shall remain in full force and effect until further Order of the Commission.

IT IS SO ORDERED.

BY ORDER OF THE COMMISSION:

  
Chairman

ATTEST:

  
Deputy Executive Director

(SEAL)